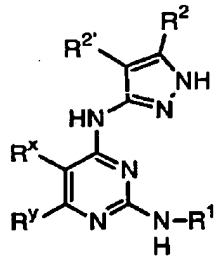
A) ***Amendments to the Claims:*** This listing will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (original) A compound of formula **IIc**:



IIc

or a pharmaceutically acceptable derivative or prodrug thereof, wherein;

R^x and R^y are taken together with their intervening atoms to form a fused, unsaturated or partially unsaturated, 5-7 membered ring having 0-3 ring heteroatoms selected from oxygen, sulfur, or nitrogen, wherein any substitutable carbon on said fused ring formed by R^x and R^y is substituted by oxo, T-R^3, or L-Z-R^3, and any substitutable nitrogen on said ring formed by R^x and R^y is substituted by R^4;

R^1 is T-(Ring D);

Ring D is a 5-7 membered monocyclic ring or 8-10 membered bicyclic ring selected from aryl, heteroaryl, heterocyclyl or carbocyclyl, said heteroaryl or heterocyclyl ring having 1-4 ring heteroatoms selected from nitrogen, oxygen or sulfur, wherein Ring D is substituted at any substitutable ring carbon by oxo, T-R^5, or V-Z-R^5, and at any substitutable ring nitrogen by -R^4;

T is a valence bond or a C_{1-4} alkylidene chain;

Z is a C_{1-4} alkylidene chain;

L is –O-, -S-, -SO-, -SO_2-, -N(R^6)SO_2-, -SO_2N(R^6)-, -N(R^6)-, -CO-, -CO_2-, -N(R^6)CO-, -N(R^6)C(O)O-, -N(R^6)CON(R^6)-, -N(R^6)SO_2N(R^6)-, -N(R^6)N(R^6)-, -C(O)N(R^6)-, -

$OC(O)N(R^6)$-, $-C(R^6)_2O$-, $-C(R^6)_2S$-, $-C(R^6)_2SO$-, $-C(R^6)_2SO_2$-, $-C(R^6)_2SO_2N(R^6)$-, $-C(R^6)_2N(R^6)$-, $-C(R^6)_2N(R^6)C(O)$-, $-C(R^6)_2N(R^6)C(O)O$-, $-C(R^6)=NN(R^6)$-, $-C(R^6)=N-O$-, $-C(R^6)_2N(R^6)N(R^6)$-, $-C(R^6)_2N(R^6)SO_2N(R^6)$-, or $-C(R^6)_2N(R^6)CON(R^6)$-;

R^2 and $R^{2'}$ are independently selected from -R, -T-W-R^6, or R^2 and $R^{2'}$ are taken together with their intervening atoms to form a fused, 5-8 membered, unsaturated or partially unsaturated, ring having 0-3 ring heteroatoms selected from nitrogen, oxygen, or sulfur, wherein each substitutable carbon on said fused ring formed by R^2 and $R^{2'}$ is substituted by halo, oxo, -CN, $-NO_2$, $-R^7$, or -V-R^6, and any substitutable nitrogen on said ring formed by R^2 and $R^{2'}$ is substituted by R^4;

R^3 is selected from -R, -halo, -OR, -C(=O)R, $-CO_2R$, -COCOR, $-COCH_2COR$, $-NO_2$, -CN, -S(O)R, $-S(O)_2R$, -SR, $-N(R^4)_2$, $-CON(R^7)_2$, $-SO_2N(R^7)_2$, -OC(=O)R, $-N(R^7)COR$, $-N(R^7)CO_2(C_{1-6}$ aliphatic), $-N(R^4)N(R^4)_2$, $-C=NN(R^4)_2$, -C=N-OR, $-N(R^7)CON(R^7)_2$, $-N(R^7)SO_2N(R^7)_2$, $-N(R^4)SO_2R$, or $-OC(=O)N(R^7)_2$;

each R is independently selected from hydrogen or an optionally substituted group selected from C_{1-6} aliphatic, C_{6-10} aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 5-10 ring atoms;

each R^4 is independently selected from $-R^7$, $-COR^7$, $-CO_2$(optionally substituted C_{1-6} aliphatic), $-CON(R^7)_2$, or $-SO_2R^7$;

each R^5 is independently selected from -R, halo, -OR, -C(=O)R, $-CO_2R$, -COCOR, $-NO_2$, -CN, -S(O)R, $-SO_2R$, -SR, $-N(R^4)_2$, $-CON(R^4)_2$, $-SO_2N(R^4)_2$, -OC(=O)R, $-N(R^4)COR$, $-N(R^4)CO_2$(optionally substituted C_{1-6} aliphatic), $-N(R^4)N(R^4)_2$, $-C=NN(R^4)_2$, -C=N-OR, $-N(R^4)CON(R^4)_2$, $-N(R^4)SO_2N(R^4)_2$, $-N(R^4)SO_2R$, or $-OC(=O)N(R^4)_2$;

V is $-O$-, -S-, -SO-, $-SO_2$-, $-N(R^6)SO_2$-, $-SO_2N(R^6)$-, $-N(R^6)$-, -CO-, $-CO_2$-, $-N(R^6)CO$-, $-N(R^6)C(O)O$-, $-N(R^6)CON(R^6)$-, $-N(R^6)SO_2N(R^6)$-, $-N(R^6)N(R^6)$-, $-C(O)N(R^6)$-, $-OC(O)N(R^6)$-, $-C(R^6)_2O$-, $-C(R^6)_2S$-, $-C(R^6)_2SO$-, $-C(R^6)_2SO_2$-, $-C(R^6)_2SO_2N(R^6)$-, $-C(R^6)_2N(R^6)$-, $-C(R^6)_2N(R^6)C(O)$-, $-C(R^6)_2N(R^6)C(O)O$-, $-C(R^6)=NN(R^6)$-, $-C(R^6)=N-O$-, $-C(R^6)_2N(R^6)N(R^6)$-, $-C(R^6)_2N(R^6)SO_2N(R^6)$-, or $-C(R^6)_2N(R^6)CON(R^6)$-;

W is $-C(R^6)_2O$-, $-C(R^6)_2S$-, $-C(R^6)_2SO$-, $-C(R^6)_2SO_2$-, $-C(R^6)_2SO_2N(R^6)$-, $-C(R^6)_2N(R^6)$-, -CO-, $-CO_2$-, $-C(R^6)OC(O)$-, $-C(R^6)OC(O)N(R^6)$-, $-C(R^6)_2N(R^6)CO$-, $-C(R^6)_2N(R^6)C(O)O$-, $-C(R^6)=NN(R^6)$-, $-C(R^6)=N-O$-, $-C(R^6)_2N(R^6)N(R^6)$-, $-C(R^6)_2N(R^6)SO_2N(R^6)$-, $-C(R^6)_2N(R^6)CON(R^6)$-, or $-CON(R^6)$-;

each R^6 is independently selected from hydrogen or an optionally substituted C_{1-4} aliphatic group, or two R^6 groups on the same nitrogen atom are taken together with the nitrogen atom to form a 5-6 membered heterocyclyl or heteroaryl ring; and

each R^7 is independently selected from hydrogen or an optionally substituted C_{1-6} aliphatic group, or two R^7 on the same nitrogen are taken together with the nitrogen to form a 5-8 membered heterocyclyl or heteroaryl ring.

2. (currently amended) The compound according to claim 1, wherein one or more compound variables are ~~said compound has one or more features~~ selected from ~~the group consisting of~~:

(a) R^x and R^y are taken together with their intervening atoms to form a fused, unsaturated or partially unsaturated, 5-6 membered ring having 0-2 heteroatoms selected from oxygen, sulfur, or nitrogen, wherein any substitutable carbon on said fused ring formed by R^x and R^y is substituted by oxo, T-R^3, or L-Z-R^3, and any substitutable nitrogen on said ring formed by R^x and R^y is substituted by R^4;

(b) R^1 is T-(Ring D), wherein T is a valence bond or a methylene unit;

(c) Ring D is a 5-7 membered monocyclic ring or an 8-10 membered bicyclic ring selected from an aryl or heteroaryl ring;

(d) R^2 is –R or –T-W-R^6 and $R^{2'}$ is hydrogen; or R^2 and $R^{2'}$ are taken together to form an optionally substituted benzo ring; and

(e) R^3 is selected from –R, -halo, -OR, or -$N(R^4)_2$.

3. (original) The compound according to claim 2, wherein:

(a) R^x and R^y are taken together with their intervening atoms to form a fused, unsaturated or partially unsaturated, 5-6 membered ring having 0-2 heteroatoms selected from oxygen, sulfur, or nitrogen, wherein any substitutable carbon on said fused ring formed by R^x and R^y is substituted by oxo, T-R^3, or L-Z-R^3, and any substitutable nitrogen on said ring formed by R^x and R^y is substituted by R^4;

(b) R^1 is T-(Ring D), wherein T is a valence bond or a methylene unit;

(c) Ring D is a 5-7 membered monocyclic ring or an 8-10 membered bicyclic ring selected from an aryl or heteroaryl ring;

(d) R^2 is –R or –T-W-R^6 and $R^{2'}$ is hydrogen; or R^2 and $R^{2'}$ are taken together to form an optionally substituted benzo ring; and

(e) R^3 is selected from –R, -halo, -OR, or -$N(R^4)_2$.

4. (currently amended) The compound according to claim 2, wherein one or more compound variables are ~~said compound has one or more features~~ selected from ~~the group consisting of~~:

(a) R^x and R^y are taken together to form a benzo, pyrido, cyclopento, cyclohexo, cycloheptо, thieno, piperidino, or imidazo ring;

(b) R^1 is T-(Ring D), wherein T is a valence bond and Ring D is a 5-6 membered monocyclic ring or an 8-10 membered bicyclic ring selected from an aryl or heteroaryl ring;

(c) R^2 is –R and $R^{2'}$ is hydrogen, wherein R is selected from hydrogen, C_{1-6} aliphatic, phenyl, a 5-6 membered heteroaryl ring, or a 5-6 membered heterocyclic ring; and

(d) R^3 is selected from –R, -halo, -OR, or -$N(R^4)_2$, wherein R is selected from hydrogen, C_{1-6} aliphatic, or 5-6 membered heterocyclyl, phenyl, or 5-6 membered heteroaryl, and L is –O-, -S-, or –$N(R^4)$-.

5. (original) The compound according to claim 4, wherein:

(a) R^x and R^y are taken together to form a benzo, pyrido, cyclopento, cyclohexo, cycloheptо, thieno, piperidino, or imidazo ring;

(b) R^1 is T-(Ring D), wherein T is a valence bond and Ring D is a 5-6 membered monocyclic ring or an 8-10 membered bicyclic ring selected from an aryl or heteroaryl ring;

(c) R^2 is –R and $R^{2'}$ is hydrogen, wherein R is selected from hydrogen, C_{1-6} aliphatic, phenyl, a 5-6 membered heteroaryl ring, or a 5-6 membered heterocyclic ring; and

(d) R^3 is selected from –R, -halo, -OR, or -$N(R^4)_2$, wherein R is selected from hydrogen, C_{1-6} aliphatic, or 5-6 membered heterocyclyl, phenyl, or 5-6 membered heteroaryl, and L is –O-, -S-, or –$N(R^4)$-.

6. (currently amended) The compound according to claim 4, wherein one or more compound variables are ~~said compound has one or more features~~ selected from ~~the group consisting of~~:

(a) R^x and R^y are taken together to form a benzo, pyrido, piperidino, or cyclohexo ring;

(b) R^1 is T-Ring D, wherein T is a valence bond and Ring D is a 5-6 membered aryl or heteroaryl ring;

(c) R^2 is hydrogen or C_{1-4} aliphatic and $R^{2'}$ is hydrogen;

(d) R^3 is selected from –R, -OR, or $-N(R^4)_2$, wherein R is selected from hydrogen, C_{1-6} aliphatic, 5-6 membered heterocyclyl, phenyl, or 5-6 membered heteroaryl, and L is –O-, -S-, or –NH-; and

(e) Ring D is substituted by up to three substituents selected from -halo, -CN, $-NO_2$, $-N(R^4)_2$, optionally substituted C_{1-6} aliphatic group, -OR, -C(O)R, $-CO_2R$, $-CONH(R^4)$, $-N(R^4)COR$, $-N(R^4)CO_2R$, $-SO_2N(R^4)_2$, $-N(R^4)SO_2R$, $-N(R^6)COCH_2N(R^4)_2$, $-N(R^6)COCH_2CH_2N(R^4)_2$, or $-N(R^6)COCH_2CH_2CH_2N(R^4)_2$, wherein R is selected from hydrogen, C_{1-6} aliphatic, phenyl, a 5-6 membered heteroaryl ring, or a 5-6 membered heterocyclic ring.

7. (original) The compound according to claim 6, wherein:

(a) R^x and R^y are taken together to form a benzo, pyrido, piperidino, or cyclohexo ring;

(b) R^1 is T-Ring D, wherein T is a valence bond and Ring D is a 5-6 membered aryl or heteroaryl ring;

(c) R^2 is hydrogen or C_{1-4} aliphatic and $R^{2'}$ is hydrogen;

(d) R^3 is selected from –R, -OR, or $-N(R^4)_2$, wherein R is selected from hydrogen, C_{1-6} aliphatic, 5-6 membered heterocyclyl, phenyl, or 5-6 membered heteroaryl, and L is –O-, -S-, or –NH-; and

(e) Ring D is substituted by up to three substituents selected from -halo, -CN, $-NO_2$, $-N(R^4)_2$, optionally substituted C_{1-6} aliphatic group, -OR, -C(O)R, $-CO_2R$, $-CONH(R^4)$, $-N(R^4)COR$, $-N(R^4)CO_2R$, $-SO_2N(R^4)_2$, $-N(R^4)SO_2R$, $-N(R^6)COCH_2N(R^4)_2$, $-N(R^6)COCH_2CH_2N(R^4)_2$, or $-N(R^6)COCH_2CH_2CH_2N(R^4)_2$, wherein R is selected from hydrogen, C_{1-6} aliphatic, phenyl, a 5-6 membered heteroaryl ring, or a 5-6 membered heterocyclic ring.

8. (original) The compound according to claim 1, wherein R^x and R^y are taken together with their intervening atoms to form a fused benzo ring, wherein any substitutable carbon on said fused ring formed by R^x and R^y is substituted by T-R^3, or L-Z-R^3.

9. (original) The compound according to claim 8, wherein:

(a) R^1 is T-(Ring D), wherein T is a valence bond or a methylene unit;

(b) Ring D is a 5-7 membered monocyclic or an 8-10 membered bicyclic aryl or heteroaryl ring;

(c) R^2 is –R or –T-W-R^6 and $R^{2'}$ is hydrogen; or R^2 and $R^{2'}$ are taken together to form an optionally substituted benzo ring; and

(d) R^3 is selected from –R, -halo, -OR, or -$N(R^4)_2$.

10. (original) The compound according to claim 9, wherein:

(a) R^1 is T-(Ring D), wherein T is a valence bond and Ring D is a 5-6 membered monocyclic ring or an 8-10 membered bicyclic ring selected from an aryl or heteroaryl ring;

(b) R^2 is –R and $R^{2'}$ is hydrogen, wherein R is selected from hydrogen, C_{1-6} aliphatic, phenyl, a 5-6 membered heteroaryl ring, or a 5-6 membered heterocyclic ring; and

(c) R^3 is selected from –R, -halo, -OR, or -$N(R^4)_2$, wherein R is selected from hydrogen, C_{1-6} aliphatic, or 5-6 membered heterocyclyl, phenyl, or 5-6 membered heteroaryl, and L is –O-, -S-, or –$N(R^4)$-.

11. (original) The compound according to claim 10, wherein:

(a) R^1 is T-Ring D, wherein T is a valence bond and Ring D is a 5-6 membered aryl or heteroaryl ring;

(b) R^2 is hydrogen or C_{1-4} aliphatic and $R^{2'}$ is hydrogen;

(c) R^3 is selected from –R, -OR, or -$N(R^4)_2$, wherein R is selected from hydrogen, C_{1-6} aliphatic, 5-6 membered heterocyclyl, phenyl, or 5-6 membered heteroaryl, and L is –O-, -S-, or –NH-; and

(d) Ring D is substituted by up to three substituents selected from -halo, -CN, -NO_2, -$N(R^4)_2$, optionally substituted C_{1-6} aliphatic group, -OR, -C(O)R, -CO_2R, -

$CONH(R^4)$, $-N(R^4)COR$, $-N(R^4)CO_2R$, $-SO_2N(R^4)_2$, $-N(R^4)SO_2R$, $-N(R^6)COCH_2N(R^4)_2$, $-N(R^6)COCH_2CH_2N(R^4)_2$, or $-N(R^6)COCH_2CH_2CH_2N(R^4)_2$, wherein R is selected from hydrogen, C_{1-6} aliphatic, phenyl, a 5-6 membered heteroaryl ring, or a 5-6 membered heterocyclic ring.

12. (original) The compound according to claim 1, wherein R^x and R^y are taken together with their intervening atoms to form a fused, unsaturated or partially unsaturated, 5-7 membered ring having 0-3 ring heteroatoms selected from oxygen, sulfur, or nitrogen, wherein any substitutable carbon on said fused ring formed by R^x and R^y is substituted by oxo, $T\text{-}R^3$, or $L\text{-}Z\text{-}R^3$, and any substitutable nitrogen on said ring formed by R^x and R^y is substituted by R^4; provided that said fused ring formed by R^x and R^y is other than benzo.

13. (original) The compound according to claim 12, wherein:

(a) R^x and R^y are taken together with their intervening atoms to form a fused, unsaturated or partially unsaturated, 5-6 membered ring having 1-2 heteroatoms selected from oxygen, sulfur, or nitrogen, or a partially unsaturated 6-membered carbocyclo ring, wherein any substitutable carbon on said fused ring formed by R^x and R^y is substituted by oxo, $T\text{-}R^3$, or $L\text{-}Z\text{-}R^3$, and any substitutable nitrogen on said ring formed by R^x and R^y is substituted by R^4;

(b) R^1 is T-(Ring D), wherein T is a valence bond or a methylene unit, and Ring D is a 5-7 membered monocyclic or an 8-10 membered bicyclic aryl or heteroaryl ring;

(c) R^2 is –R or $-T\text{-}W\text{-}R^6$ and $R^{2'}$ is hydrogen; or R^2 and $R^{2'}$ are taken together to form an optionally substituted benzo ring; and

(d) R^3 is selected from –R, -halo, -OR, or $-N(R^4)_2$.

14. (currently amended) The compound according to claim 13, wherein:

(a) R^x and R^y are taken together to form a ~~benzo,~~ pyrido, cyclopento, cyclohexo, cyclohepto, thieno, piperidino, or imidazo ring, wherein any substitutable carbon on said fused ring formed by R^x and R^y is substituted by oxo, $T\text{-}R^3$, or $L\text{-}Z\text{-}R^3$, and any substitutable nitrogen on said ring formed by R^x and R^y is substituted by R^4;

(b) R^1 is T-(Ring D), wherein T is a valence bond and Ring D is a 5-6 membered monocyclic ring or an 8-10 membered bicyclic ring selected from an aryl or heteroaryl ring;

(c) R^2 is –R and $R^{2'}$ is hydrogen, wherein R is selected from hydrogen, C_{1-6} aliphatic, phenyl, a 5-6 membered heteroaryl ring, or a 5-6 membered heterocyclic ring; and

(d) R^3 is selected from –R, -halo, -OR, or $-N(R^4)_2$, wherein R is selected from hydrogen, C_{1-6} aliphatic, or 5-6 membered heterocyclyl, phenyl, or 5-6 membered heteroaryl, and L is –O-, -S-, or $-N(R^4)-$.

15. (original) The compound according to claim 14, wherein:

(a) R^x and R^y are taken together to form a pyrido, piperidino, or cyclohexo ring, wherein any substitutable carbon on said fused ring formed by R^x and R^y is substituted by oxo, $T-R^3$, or $L-Z-R^3$, and any substitutable nitrogen on said ring formed by R^x and R^y is substituted by R^4;

(b) R^1 is T-Ring D, wherein T is a valence bond and Ring D is a 5-6 membered aryl or heteroaryl ring;

(c) R^2 is hydrogen or C_{1-4} aliphatic and $R^{2'}$ is hydrogen;

(d) R^3 is selected from –R, -OR, or $-N(R^4)_2$, wherein R is selected from hydrogen, C_{1-6} aliphatic, 5-6 membered heterocyclyl, phenyl, or 5-6 membered heteroaryl, and L is –O-, -S-, or –NH-; and

(e) Ring D is substituted by up to three substituents selected from -halo, -CN, $-NO_2$, $-N(R^4)_2$, optionally substituted C_{1-6} aliphatic group, -OR, $-C(O)R$, $-CO_2R$, $-CONH(R^4)$, $-N(R^4)COR$, $-N(R^4)CO_2R$, $-SO_2N(R^4)_2$, $-N(R^4)SO_2R$, $-N(R^6)COCH_2N(R^4)_2$, $-N(R^6)COCH_2CH_2N(R^4)_2$, or $-N(R^6)COCH_2CH_2CH_2N(R^4)_2$, wherein R is selected from hydrogen, C_{1-6} aliphatic, phenyl, a 5-6 membered heteroaryl ring, or a 5-6 membered heterocyclic ring.

16. (original) A compound selected from the group consisting of:

{2-[(2-Hydroxyethyl)phenylamino]-quinazolin-4-yl}-(5-methyl-2*H*-pyrazol-3-yl)-amine;

[2-(Methylphenylamino)-quinazolin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

(5-methyl-2*H*-pyrazol-3-yl)-{2-[N-methyl-N-(pyridin-3-ylmethyl)amino]-quinazolin-4-yl}-amine;

(5-Methyl-2*H*-pyrazol-3-yl)-(2-phenylamino-quinazolin-4-yl)-amine;

(2-Benzylamino-quinazolin-4-yl)-(5-methyl-2*H*-pyrazol-3-yl)-amine;

(2-Cyclohexylamino-quinazolin-4-yl)-(5-methyl-2*H*-pyrazol-3-yl)-amine;

[2-(2,3-Dihydrobenzo[1,4]dioxin-6-ylamino)-quinazolin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

(2-Cyclohexylmethylamino-quinazolin-4-yl)-(5-methyl-2*H*-pyrazol-3-yl)-amine;

[2-(1*H*-Indazol-6-ylamino)-quinazolin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

(5-Methyl-2*H*-pyrazol-3-yl)-[2-(pyridin-3-ylmethylamino)-quinazolin-4-yl]-amine;

[2-(3-Chlorophenylamino)-quinazolin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

[2-(4-Chlorophenylamino)-quinazolin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

[2-(4-Fluorobenzylamino)-quinazolin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

{2-[2-(2-Hydroxyethyl)phenylamino]-quinazolin-4-yl}-(5-methyl-2*H*-pyrazol-3-yl)-amine;

[2-(4-Cyanomethylphenylamino)-quinazolin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

[2-(3-Hydroxymethylphenylamino)-quinazolin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

[2-(3-Hydroxyphenylamino)-quinazolin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

(5-Cyclopropyl-2*H*-pyrazol-3-yl)-(2-phenylamino-quinazolin-4-yl)-amine;

(5-Cyclopropyl-2*H*-pyrazol-3-yl)-[2-(3-methylphenylamino)-quinazolin-4-yl]-amine;

(5-Cyclopropyl-2*H*-pyrazol-3-yl)-[2-(6-methoxypyridin-3-ylamino)-quinazolin-4-yl]-amine;

(5-Cyclopropyl-2*H*-pyrazol-3-yl)-[2-(indan-5-ylamino)-quinazolin-4-yl]-amine;

(5-Cyclopropyl-2*H*-pyrazol-3-yl)-[2-(1*H*-indol-6-ylamino)-quinazolin-4-yl]-amine;

[2-(4-Acetamido-3-methylphenylamino)-quinazolin-4-yl]-(5-cyclopropyl-2*H*-pyrazol-3-yl)-amine;

[2-(4-Chloro-3-methylphenylamino)-quinazolin-4-yl]-(5-cyclopropyl-2*H*-pyrazol-3-yl)-amine;

(5-Cyclopropyl-2*H*-pyrazol-3-yl)-[2-(4-ethylphenylamino)-quinazolin-4-yl]-amine;

(5-Cyclopropyl-2*H*-pyrazol-3-yl)-[2-(4-propylphenylamino)-quinazolin-4-yl]-amine;

(5-Cyclopropyl-2*H*-pyrazol-3-yl)-{2-[4-(2-hydroxyethyl)phenylamino]-quinazolin-4-yl}-amine;

(5-Cyclopropyl-2*H*-pyrazol-3-yl)-(2-phenetylamino-quinazolin-4-yl)-amine;

[2-(2-Cyclohexylethylamino)-quinazolin-4-yl]-(5-cyclopropyl-2*H*-pyrazol-3-yl)-amine;

[2-(4-Carboxymethoxyphenylamino)-quinazolin-4-yl]-(5-cyclopropyl-2*H*-pyrazol-3-yl)-amine;

[2-(4-Cyanomethylphenylamino)-quinazolin-4-yl]-(5-cyclopropyl-2*H*-pyrazol-3-yl)-amine;

[2-(Benzothiazol-6-ylamino)-quinazolin-4-yl]-(5-cyclopropyl-2*H*-pyrazol-3-yl)-amine;

(5-Cyclopropyl-2*H*-pyrazol-3-yl)-[2-(3,4-dimethylphenylamino)-quinazolin-4-yl]-amine;

(5-Cyclopropyl-2*H*-pyrazol-3-yl)-[2-(2-phenoxyethylamino)-quinazolin-4-yl]-amine;

(5-Cyclopropyl-2*H*-pyrazol-3-yl)-[2-(thiophen-2-methylamino)-quinazolin-4-yl]-amine;

[2-(4-Carboxymethylphenylamino)-quinazolin-4-yl]-(5-cyclopropyl-2*H*-pyrazol-3-yl)-amine;

(5-Cyclopropyl-2*H*-pyrazol-3-yl)-[2-(1H-indazol-5-ylamino)-quinazolin-4-yl]-amine;

(5-Cyclopropyl-2*H*-pyrazol-3-yl)-[2-(pyridin-3-ylmethylamino)-quinazolin-4-yl]-amine;

(5-Cyclopropyl-2*H*-pyrazol-3-yl)-[2-(3-methoxycarbonylphenylamino)-quinazolin-4-yl]-amine;

[2-(3-Carboxyphenylamino)-quinazolin-4-yl]-(5-cyclopropyl-2*H*-pyrazol-3-yl)-amine;

(5-Cyclopropyl-2*H*-pyrazol-3-yl)-[2-(3-ethylphenylamino)-quinazolin-4-yl]-amine;

(5-Cyclopropyl-2*H*-pyrazol-3-yl)-[2-(2,3-dimethylphenylamino)-quinazolin-4-yl]-amine;

(5-Cyclopropyl-2*H*-pyrazol-3-yl)-[2-(3,4-dimethoxyphenylamino)-quinazolin-4-yl]-amine;

(5-Cyclopropyl-2*H*-pyrazol-3-yl)-[2-(3-methoxyphenylamino)-quinazolin-4-yl]-amine;

(5-Methyl-2*H*-pyrazol-3-yl)-(2-phenylamino-5,6,7,8-tetrahydroquinazolinin-4-yl)-amine;

[2-(Biphenyl-3-ylamino)-quinazolin-4-yl]-(5-cyclopropyl-2*H*-pyrazol-3-yl)-amine;

(5-Cyclopropyl-2*H*-pyrazol-3-yl)-[2-(3-phenylprop-1-ylamino)-quinazolin-4-yl]-amine;

[2-(4-acetamido-3-methylphenylamino)-quinazolin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

(5-Cyclopropyl-2*H*-pyrazol-3-yl)-[2-(indan-2-ylamino)-quinazolin-4-yl]-amine;

[2-(3-Methylphenylamino)-quinazolin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

[2-(2-Chloro-5-methylphenylamino)-quinazolin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

(5-Cyclopropyl-2*H*-pyrazol-3-yl)-{2-[4-(morpholin-1-yl)phenylamino]-quinazolin-4-yl}-amine;

[2-(Benzothiazol-6-ylamino)-quinazolin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

[2-(3,4-Dimethylphenylamino)-quinazolin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

[2-(3-Ethylphenylamino)-quinazolin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

[2-(3-Methoxyphenylamino)-quinazolin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

[2-(4-Acetamido-3-cyanophenylamino)-quinazolin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine ;

[2-(2-Methoxybiphenyl-5-ylamino)-quinazolin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

[2-(4-Acetamidophenylamino)-quinazolin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

[2-(4-*tert*-Butoxycarbonylamino-phenylamino)-quinazolin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

[2-(4-Cyanophenylamino)-quinazolin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

(5-Methyl-2*H*-pyrazol-3-yl)-[2-(6-oxo-6,10b-dihydro-4a*H*-benzo[c]chromen-2-ylamino)-quinazolin-4-yl]-amine;

[2-(Biphenyl-3-ylamino)-quinazolin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

[2-(4-Methoxycarbonylmethyl-3-methylphenylamino)-quinazolin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

[2-(4-Carboxymethyl-3-methylphenylamino)-quinazolin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

[2-(4-Aminophenylamino)-quinazolin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

[2-(4-Bromophenylamino)-quinazolin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

[2-(4-Isobutyrylamino-phenylamino)-quinazolin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

(5-Ethyl-2*H*-pyrazol-3-yl)-[2-(5-ethyl-2*H*-pyrazol-3-ylamino)-quinazolin-4-yl]-amine;

(1*H*-Indazol-3-yl)-(2-phenylamino-quinazolin-4-yl)-amine;

(1*H*-Indazol-3-yl)-[2-(3-trifluoromethylphenylamino)-quinazolin-4-yl]-amine;

(1*H*-Indazol-3-yl)-[2-(4-trifluoromethylphenylamino)-quinazolin-4-yl]-amine;

[2-(Adamantan-2-ylamino)-quinazolin-4-yl]-(1*H*-indazol-3-yl)-amine;

(1*H*-Indazol-3-yl)-(2-methyl-phenyl-amino-quinazolin-4-yl)-amine;

[2-(2-Chloro-phenyl)-amino-quinazolin-4-yl]-(1*H*-indazol-3-yl)-amine;

(1*H*-Indazol-3-yl)-[2-(2-trifluoromethylphenylamino)-quinazolin-4-yl]-amine;

[2-(4-Cyanomethylphenylamino)-quinazolin-4-yl]-(1*H*-indazol-3-yl)-amine;

[2-(4-Chlorophenylamino)-5,6,7,8-tetrahydroquinazolinin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

(5-Methyl-2*H*-pyrazol-3-yl)-(2-phenylamino-6,7,8,9-tetrahydro-5*H*-cycloheptapyrimidin-4-yl)-amine;

[2-(Benzimidazol-2-ylamino)-7-benzyl-5,6,7,8-tetrahydro-pyrido[3,4-d]pyrimidin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

(7-Benzyl-2-phenylamino-5,6,7,8-tetrahydro-pyrido[3,4-d]pyrimidin-4-yl)-(5-methyl-2*H*-pyrazol-3-yl)-amine;

[6-Benzyl-2-(4-chlorophenylamino)-5,6,7,8-tetrahydro-pyrido[4,3-d]pyrimidin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

[2-(Benzimidazol-2-ylamino)-6-benzyl-5,6,7,8-tetrahydro-pyrido[4,3-d]pyrimidin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;

(6-Benzyl-2-phenylamino-5,6,7,8-tetrahydro-pyrido[4,3-d]pyrimidin-4-yl)-(5-methyl-2*H*-pyrazol-3-yl)-amine;

(5-Methyl-2*H*-pyrazol-3-yl)-(2-phenylamino-5,6,7,8-tetrahydro-pyrido[3,4-d]pyrimidin-4-yl)-amine;

[2-(4-Cyanomethylphenylamino)-quinazolin-4-yl]-(1*H*-pyrazolo[3,4-b]pyridin-3-yl)-amine;

[2-(4-Cyanobenzylamino)-quinazolin-4-yl]-(1*H*-pyrazolo[3,4-b]pyridin-3-yl)-amine;

[2-(4-Cyanomethylphenylamino)-quinazolin-4-yl]-(4-fluoro-1*H*-indazol-3-yl)-amine;

[2-(4-Cyanophenylamino)-quinazolin-4-yl]-(1*H*-indazol-3-yl)-amine; and

[2-(4-Cyanobenzylamino)-quinazolin-4-yl]-(1*H*-indazol-3-yl)-amine.

17. (original) A composition comprising a compound according to any one of claims 1-16, and a pharmaceutically acceptable carrier.

18. (currently amended) The composition according to claim 17, further comprising an additional therapeutic agent formulated with the compound according to any one of claims 1-16 and the pharmaceutically acceptable carrier.

19. (original) A method of inhibiting Aurora-2, GSK-3, Src, ERK-2, or AKT activity in a biological sample comprising the step of contacting said biological sample with a compound according to any one of claims 1-16.

20. (original) A method of inhibiting Aurora-2 activity in a patient comprising the step of administering to said patient a composition according to claim 17.

21. (original) A method of inhibiting Aurora-2 activity in a patient comprising the step of administering to said patient a composition according to claim 18.

22. (cancelled).

23. (currently amended) ~~The method according to claim 22, wherein said disease is~~ A method of treating a disease selected from colon, breast, stomach, or ovarian cancer comprising administering to a patient in need of such treatment a therapeutically effective amount of a composition according to claim 17.

24. (original) The method according to claim 23, wherein said method further comprises administering an additional therapeutic agent.

25. (original) The method according to claim 24, wherein said additional therapeutic agent is a chemotherapeutic agent.

26. (original) A method of inhibiting GSK-3 activity in a patient comprising the step of administering to said patient a composition according to claim 17.

27. (original) A method of inhibiting GSK-3 activity in a patient comprising the step of administering to said patient a composition according to claim 18.

28. (cancelled).

29. (currently amended) ~~The method according to claim 28, wherein said GSK-3 mediated disease is~~ A method of treating a disease selected from diabetes, Alzheimer's disease, Huntington's Disease, Parkinson's Disease, AIDS-associated dementia, amyotrophic lateral sclerosis (AML), multiple sclerosis (MS), schizophrenia, cardiomycete hypertrophy, reperfusion/ischemia, or baldness comprising administering to a patient in need of such treatment a therapeutically effective amount of a composition according to claim 18.

30. (currently amended) The method according to claim 29, wherein ~~said GSK-3-mediated~~ the disease is diabetes.

31. (original) A method of enhancing glycogen synthesis or lowering blood levels of glucose in a patient in need thereof, which method comprises administering to said patient a therapeutically effective amount of a composition according to claim 17.

32. (original) A method of inhibiting the production of hyperphosphorylated Tau protein in a patient, which method comprises administering to a patient in need thereof a therapeutically effective amount of a composition according to claim 17.

33. (original) A method of inhibiting the phosphorylation of β-catenin, which method comprises administering to a patient in need thereof a therapeutically effective amount of a composition according to claim 17.

34. (original) A method of inhibiting Src activity in a patient comprising the step of administering to said patient a composition according to claim 17.

35. (currently amended) A method of treating ~~a Src-mediated disease,~~ a disease selected from hypercalcemia, osteoporosis, osteoarthritis, cancer, or Paget's disease, which method comprises administering to a patient in need of such a treatment a therapeutically effective amount of a composition according to claim 17.

36. (original) A method of inhibiting ERK-2 activity in a patient comprising the step of administering to said patient a composition according to claim 17.

37. (currently amended) A method of treating ~~an ERK-2-mediated disease~~ a disease selected from cancer, stroke, diabetes, hepatomegaly, cardivascular disease, Alzheimer's disease, cystic fibrosis, viral disease, autoimmune disease, atherosclerosis, restenosis, psoriasis, an allergic disorder, or a hormone-related disease, which method comprises administering to a patient in need of such a treatment a therapeutically effective amount of a composition according to claim

17.

38. (original) A method of inhibiting AKT activity in a patient comprising the step of administering to said patient a composition according to claim 17.

39. (currently amended) A method of treating ~~an AKT mediated disease~~, a disease selected from a cancer or a neurodegenerative disorder, which method comprises administering to a patient in need of such a treatment a therapeutically effective amount of a composition according to claim 17.